

UNITED STATES U.S. SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. SECTION 4(6), AND/OR

OMB APPROVAL

OMB Number: 3235-0076

Expires: April 30, 2008

Estimated average burden hours per response

SEC USE ONLY

DATE RECEIVED

138128

		UNIFORMI	JIMITED	OFFERING EX	EMPTION	
Name of Offering (□ che	eck if this is an amendment and name	has changed, and	indicate chan	ge.)		
Offering of limited part	nership interests in Steme Agee Asia I	Fund, LP				
Filing Under (Check box	(s) that apply): 🔲 Rule 504 📋 R	ule 505 🔳 Rule	≥ 506 □ Se	ection 4(6) 🔲 ULOI	Ε) (48) 180 180 180 180 180 180 180 180 180 180 180
Type of Filing: New	Filing				· · · · · · · · · · · · · · · · · · ·	
I Caraba information		A	BASIC IDE	NTIFICATION DAT	Α	— [{10] 10 1 1 1 1 1 1 1 1 1
	requested about the issuer					06049409
Name of Issuer (☐ chee Sterne Agee Asia Fund,	ck if this is an amendment and name ha	as changed, and ir	ndicate chang	e.)		WOU484U8
Address of Executive C 21 Clyde Road, Suite 2	Offices 02, Somerset, New Jersey 08873	(Number	and Street, C	ity, State, Zip Code)	Telephone Number ((732) 873-7500	Including Area Code)
Address of Principal Be Executive Offices)	usiness Operations (Number and Stree	t, City, State, Zip	Code) (if diff	ferent from	Telephone Number (Including Area Code)
Brief Description of Busi Investment fund through created and to exercise, a		utilized to invest rights, powers an	, hold and trac d privileges in	le in securities and other respect thereof.	er financial instruments	of any name and nature which exist now or are hereafte
Type of Business Organiz	zation					15 25 3
☐ Corporation	Limited Partnership, already	formed	O other (p	lease specify): limited	l liability company	PROCESSED
☐ business trust	☐ limited partnership, to be fort	ned				9 NOV 2 0 2008
	<u> </u>	Month	Year			T
Actual or Estimated Date	of Incorporation or Organization	07	06	■Actual	☐ Estimated	THOMSON FINANCIAL
furisdiction of Incorporat		etter U.S. Postal S da; FN for other t				DE

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

> Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently validly OMB control number.

			A. BASIC IDENTIFI	CATION DATA		
2. Enter the information re	quested for the fo	llowing:	A. BASIC IDENTIFI	CATIONDATA		
! Each promoter of	of the issuer, if the	issuer has been organized w	ithin the past five years.			
! Each beneficial	owner having the	power to vote or dispose, or	direct the vote or disposition	on of, 10% or more	of a class of equity securities of the issuer;	
! Each executive of	officer and directo	r of corporate issuers and of	corporate general and man	aging partners of p	artnership issuers; and	
! Each general and	d managing partne	er of partnership issuers.				
Check Box(s) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	■ General and/or Managing Partner	
Full Name (Last name, first	, if individual)					
	sset Management					
		und Street, City, State, Zip Co	•			
800 Shades Ci	reek Parkway, Sui	te 125, Birmingham, Alaban	ıa 35209			
Check Box(s) that Apply:	☐ Promoter	☐ Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name, first	•					
James S. Holb		and Street, City, State, Zip Co	ode)			
	•	te 125, Birmingham, Alabam	,			
Check Box(s) that Apply:	☐ Promoter	☐ Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name, first	, if individual)					
W. A. Ruch, I	TI .					
Business or Residence Add		and Street, City, State, Zip Co	ode)			
800 Shades Cr	reek Parkway, Sui	te 125, Birmingham, Alabam	na 35209			
Check Box(s) that Apply:	☐ Promoter	☐ Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name, first			·			
F. Eugene Wo		nd Street, City, State, Zip Co	- 1-1			
		•				
		te 125, Birmingham, Alabam				
Check Box(s) that Apply:	☐ Promoter	☐ Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name, first T. Jerry Harris	•					
Business or Residence Add		nd Street, City, State, Zip Co	ode)			
800 Shades Cr	eek Parkway, Sui	te 125 Birmingham, Alabam	ia 35209			
Check Box(s) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner	
Full Name (Last name, first	•					
Jerry K, Seton Business or Residence Add		nd Street, City, State, Zip Co	vie)			 -
	,	te 125, Birmingham, Alabam	•			
		-				
Check Box(s) that Apply:	☐ Promoter	☐ Beneficial Owner	■ Executive Officer	☐ Director	☐ General and/or Managing Partner	
Full Name (Last name, first	•					
Robert M, Har Business or Residence Add		nd Street, City, State, Zip Co	vde)			
		nd Street, City, State, Zip Co te 125, Birmingham, Alabam	•			
200 Sindes CI	een I ainway, Dull		t, or copy and use additiona	al copies of this she	et, as necessary.)	

A. BASIC IDENTIFICATION DATA 2. Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years. Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Check Box(s) that Apply: ☐ Promoter ☐ Beneficial Owner ■ Executive Officer ☐ Director ☐ General and/or Managing Partner Full Name (Last name, first, if individual) Kenton L. Russell Business or Residence Address (Number and Street, City, State, Zip Code) 800 Shades Creek Parkway, Suite 125, Birmingham, Alabama 35209 Check Box(s) that Apply: ☐ Promoter ■ Beneficial Owner ☐ Executive Officer ☐ Director General and/or Managing Partner Full Name (Last name, first, if individual) John P. Warmack Business or Residence Address (Number and Street, City, State, Zip Code) #30 Morris Lane, Texarkana, Texas 75503-2115 Check Box(s) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner Full Name (Last name, first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(s) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner Full Name (Last name, first, if individual) **Business or Residence Address** (Number and Street, City, State, Zip Code) Check Box(s) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer □ Director ☐ General and/or Managing Partner Full Name (Last name, first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) ☐ Promoter Check Box(s) that Apply: ☐ Beneficial Owner ☐ Executive Officer ☐ Director General and/or Managing Partner Full Name (Last name, first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(s) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner Full Name (Last name, first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(s) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director General and/or Managing Partner

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

Full Name (Last name, first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Least the issuer sold, or does the issuer intend to sell, to non-secredical investors in this offering?							B, INF	ORMATIO	N ABOUT	OFFERIN	G .				
Anower also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual? 7. Does the offering permit joint ownership of a single unit? 8. Enter the information requested for each person who has been or will be paid or given, directly, any commission or similar remuneration for solicitation of purchasers in connection with allest of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a ratia or distance, the the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of agent of a broker or dealer, you may set forth the information for that broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer. If more than five (5) persons to a person of a broker or dealer you may set forth the set (5) persons to a person of a broker or dealer with the SEC and/or with a state of the set (5) persons to a person of a broker or dealer. If more than five (5) persons to a person of a broker or dealer only. All States Section Section		·				-									_
Visual is the minimum investment that will be accepted from any individual? Yes No.	1. Has th	e issuer solo	l, or does the	s issuer inter	id to sell, to	non-accred:	ited investor	s in this offe	ering?	••••••			***************************************	🗆	
A. Does the offering permit joint ownership of a single unit? 4. Enter the information requised for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sate of securities in the forting. If a person to be listed is an associated person or agent of a broker or dealer, you may set forth the information from that broker or dealer, (which the SEC and/or with a state or states, for the broker or dealer, (which with a state or states, the the name of the broker or dealer, (which with a state or states, the the name of the broker or dealer, (which with a state or states, the the name of the broker or dealer, (which with a state or states, the the name of the broker or dealer, (which with a state of state), the state of states, the control of the state of states, the states of states of the states of states, the states of states, the states of states, the states of states, the states, the states of states, the state						An	swet also in	Appendix,	Column 2, it	filing under	ULOE.				
A. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with alse of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer, you may set forth the information from the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information from the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information from the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information from the broker or dealer, you may set forth the information from the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information from the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information from the broker or dealer, you may set forth the information from the broker or dealer. If more than five (5) persons to be listed are associated persons or similar remuneration for solicitation with a state associated person or agent of a broker or dealer, you may set forth the information for a solicitation with a state associated person or agent of a broker or dealer, you may set forth the information for a solicitation with a state associated person or agent of a broker or dealer. All Information Informa	2. What is the minimum investment that will be accepted from any individual?													\$25	in non1
4. Eater the information requised for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the ordine; if a person to be listed are associated persons of awords or dealer, responsible to the security of the ordine; if a person to be listed are associated persons of such a broker or dealer, who may set forth the information from that broker or dealer cody. Full Name (Last name, first, if individual) Solimiet, Dudley. Full Name (Last name, first, if individual) Solimiet, Dudley. Solimiet, Solimi						,						*******		<u>46.</u> -	0,000
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar renumeration for solicitation of purchasers in connection with safes of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name, first, if individual) Shellmer, Dealer Shellmer, Dealer Streen, Ages, Elsesh, Inc. Check "All States" or check individual States) [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [MI] [MI] [MI] [MI] [MI] [MI] [MI] [MI	3. Does the offering permit joint conversion of a cinute unit?														No
purchasers in connection with safes of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state of states, that the name of the broker or dealer, tif more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name, first, if individual) Shollingtin. Deality Business or Residence Address (Number and Street, City, State, Zip Code) 1.1300 Cantrel Rond, Suite J DI. Little Rost. Arkansas 7.2212. Name of Associated Broker or Dealer Sittles in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)														■	
Shollmier, Duelley Shoilmier, Duelley Shoilmi	purcha a state	sers in conn or states, li	ection with s ist the name	ales of secu of the broke	rities in the o	ffering. If a	person to b	e listed is an	associated p	erson or age	nt of a broke	er or dealer r	egistered with the SEC and/or with		
Business or Residence Address (Number and Street, City, State, Zip Code)	Full Name	(Last name,	first, if indiv	ridual)									<u>.</u>		
1300 Centrell Road, Suite: 191 Little Rock. Arkansas 72212												_			
Name of Associated Broker or Dealer			-				ode)						· · · ·		
States Myhich Person Listed Has Solicited or Intends to Solicit Purchasers					ock, Arkansa	ıs 72212				-					
All States in Which Person Listed Has Solicited or Intends to Solicit Purchasers															
ALL AK AZ AR CA ICO ICT IDE IDC IFL IGA IHI IID IIL IIN IIA IKS KY ILA IME IMD IMA IMI IMN IMS IMO IMI IMN				Solicited or	Intends to Se	olicit Purch	asers		•						
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Full Name (Last name, first, if individual) Barrow, Craig									. ,						
Business or Residence Address (Number and Street, City, State, Zip Code) 33 Bull Street, Suite 100, Savannah, Georgia 31401 Name of Associated Broker or Dealer						- •									
Business or Residence Address (Number and Street, City, State, Zip Code) 33 Bull Street, Suite 100, Savannah, Georgia 31401 Name of Associated Broker or Dealer	Full Name	(Last name	first if indiv	idual)											
Business or Residence Address (Number and Street, City, State, Zip Code) 33 Bull Street, Suite [100, Savannah, Georgia 3140]		•	11101, 11 11101												
Name of Associated Broker or Dealer			Address (Nu	mber and S	reet, City, S	tate, Zip Co	ode)								
Steme, Agee & Leach, Inc.					rgia 31401								·		
Check "All States" or check individual States CA				ler											
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[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WV] [PR] Full Name (Last name, first, if individual) Martin, Vincent Business or Residence Address (Number and Street, City, State, Zip Code) 33 Bull Street, Suite 100, Savannah, Georgia 31401 Name of Associated Broker or Dealer Sterne, Agee & Leach, Inc. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	(Check "	All States" o	r check indi	vidual States	i)		····						······	🗆 AII	States
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Business or Residence Address (Number and Street, City, State, Zip Code) 33 Bull Street, Suite 100, Savannah, Georgia 31401 Name of Associated Broker or Dealer Steme, Agee & Leach, Inc. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)			first, if indiv	idual)											
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

¹ Subject to waiver at the discretion of the General Partner.

_	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEED	OS			
1	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or				
٠.	"zero." If the transaction is an exchange offering, check this box \square and indicate in the columns below the amounts of the securities offered for				
	exchange and already exchanged.				
		Aggregat	2		Amount
	Type of Security	Offering Pr	ice	Α	ready Sold
	Debt		0.00	S	0,00
	Equity	\$	00,0	s_	0.00
	☐ Common ☐ Preferred				
	Convertible Securities (including warrants)	s	0.00	s	0.00
	Partnership Interests			S 3	350,000.00
	Other (Specify		0.00	\$	0.00
	Total			-	350,000,00
	Answer also in Appendix, Column 3, if filing under ULOE.	<u>g 25,000,000</u>		<u> </u>	350,000,00
	. , , , , , , , , , , , , , , , , , , ,				
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if the answer is "none" or "zero."				
					Aggregate
		Number			llar Amount
	A generalized Investors	Investors			Purchases
	Accredited Investors		—	\$ <u>3.</u>	350,000,00
	Non-Accredited Investors.			· 2—	0
	Total (for filings under Rule 504 only)	<u>N/A</u>		\$	N/A
	Answer also in Appendix, Column 4, if filing under ULOE.				
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C—Question 1.				
	Type of offering	Type of			Dollar
	Rule 505	Security			nount Sold
	Regulation A		N/A	\$	0,00
	Rule 504		<u>N/A</u>	<i>;</i> —	0,00
			N/A	, <u> </u>	0.00
	Total		N/A	3	0,00
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offer. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.				
	Transfer Agent's Fees	***************************************		s	0,00
	Printing and Engraving Costs		•	S	2,275.00
	Legal Fees			s	50,000,00
	Accounting Fees			\$	0.00
	Engineering Fees				0,00
	Sales Commissions (specify finders' fees separately)			٠	0,00 ²
				<u>'</u> —	
	Other Expenses (identify)			;—	0,00
	Total		•	s	52,275,00

² Sales commissions and similar remuneration are payable by the General Partner.

b. Enter the difference between the aggregate offering price given in resp	connecte Dark C. Overstein 1 and total assessment 6.—inh. d.i.						
Part C, Question 4.a. This difference is the "adjusted gross proceeds to	the issuer."					c 24 04	7 726 0
			**********			\$ <u>24,94</u>	<u>1.723.0</u>
Indicate below the amount of the adjusted gross proceeds to the issuer amount for any purpose is not known, furnish an estimate and check the equal the adjusted gross proceeds to the issuer set forth in response to F	box to the left of the estimate. The total of the payments listed must		to (yments Officers, rectors Affiliates			yments Others
Salaries and fees			s	0,00		s	0
Purchase of real estate			s	0.00		s	0
Purchase, rental or leasing and installation of machinery		_			_	_	
				0,00	0	\$	
Construction or leasing of plant buildings and facilities			3	0,00		3	. 0,
exchange for the assets of securities of another issuer pursuant to a	2 ,		s	0,00		s	0.
Repayment of indebtedness			s	0.00		\$	0.
Working capital			s	0.00		s	0,
Other (specify): <u>Proceeds to be utilized to invest, hold and trade in</u> which exist now or are hereafter created and rights and options rela			s	0,00		\$ <u>24.9</u>	<u> 17.725</u>
Column Totals			s	0.00		\$ <u>24,94</u>	7,725.0
Total Payments Listed (column totals added)			•	\$ <u>24,94</u>	17,72	5,00	
	D. FEDERAL SIGNATURE						
e issuer has duly caused this notice to be signed by the undersigned duly at		eion	thre cou	etitutae on	unda	takina b	v the is:
mish to the U.S. Securities and Exchange Commission, upon written reques	st of its staff, the information furnished by the issuer to any non-accre-	dited	nvestor	sursuant to p	paragr	aph (b)(2) of Ru
suer (Print or Type)	Signature			Date			
erne Agee Asia Fund, LP	wsi			19	1/8	2/6) b
ame of Signer (Print or Type)	Title of Signer (Print or Type)				7	7	
W.A. Ruch, III	Chief Executive Officer of Sterne Agee Asset Management,	inc., a	ıs Gener	al Partner o	of the	/ issuer	

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Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)